

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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| <b>In re</b>                                      | : |
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| <b>MOTORS LIQUIDATION COMPANY, <i>et al.</i>,</b> | : |
| <b>f/k/a General Motors Corp., <i>et al.</i></b>  | : |
|   | : |
| <b>Debtors.</b>                                   | : |
|   | : |
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**Chapter 11 Case No.**  
**09-50026 (REG)**  
**(Jointly Administered)**

**ORDER DISALLOWING COMPENSATION  
OF CERTAIN FEES REQUESTED IN ANALYSIS RESEARCH  
PLANNING CORPORATION'S THIRD INTERIM AND FINAL FEE APPLICATION**

Upon consideration of (i) the Third Interim and Final Application of Analysis Research Planning Corporation as Asbestos Claims Valuation Consultant to Dean M. Trafelet in his Capacity as Legal Representative for Future Asbestos Personal Injury Claimants for Allowance of Compensation and Reimbursement of Expenses Incurred for the Interim Period from October 1, 2010 through March 29, 2011 and the Final Period from March 1, 2010 through March 29, 2011 (the "**Fee Application**") (ECF No. 10250), (ii) the Fee Examiner's Report and Limited Objection to Third Interim and Final Fee Application of Analysis Research Planning Corporation (the "**Fee Examiner's Objection**") (ECF No. 10827), (iii) the Debtors' Limited Objection to the Third Interim and Final Application of Analysis Research Planning Corporation (the "**Debtors' Objection**" and together with the Fee Examiner's Objection, the "**Objections**") (ECF No. 10843); the Response of Analysis Research Planning Corporation to Objections to its Third Interim and Final Fee Application (ECF No. 10918), (iv) and the Debtors' Reply to the Response of Analysis Research Planning Corporation to Objections to Third Interim and Final Fee Application (ECF No. 11066); and due and proper notice of the foregoing having been provided,

and it appearing that no other or further notice need be provided; and the Court having entered an order, dated October 5, 2011 (the “**Fee Order**”) (ECF No. 11029), partially granting Analysis Research Planning Corporation’s (“**ARPC’s**”) Fee Application to the extent not subject to the Objections;<sup>1</sup> and the Court having held a hearing (the “**Hearing**”) on October 28, 2011 as to the remaining portion of the fees requested in ARPC’s Fee Application that are subject to the Objections; and upon the findings of fact and conclusions of law set forth by this Court at the Hearing; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, except to the extent granted in the Fee Order, the fees requested by ARPC pursuant to its Fee Application are denied on a final basis; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
**November 7, 2011**

**s/ Robert E. Gerber**  
UNITED STATES BANKRUPTCY JUDGE

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<sup>1</sup> ARPC has been awarded on a final basis \$422,782.50 in fees and \$2,007.55 in expenses for the period from June 1, 2009 to March 29, 2011.